THE COMPANY LAWYER

Volume 3 1982
Index

This volume should be cited (1982) 3 Co Law

General Editor BARRY A K RIDER

Publishing Editor JULIAN HARRIS LLB

'The Company Lawyer' is published six times a year by **Oyez Longman**
21–27 Lamb's Conduit Street, London WC1N 3NJ, Telephone 01-242 2548
in association with the **British Institute of Securities Laws**

We would like to thank Jordan & Sons Limited, Company Registration Agents and Publishers, for the use of *Gore-Browne on Companies* for the purposes of reference.

© Oyez Longman 1983

SUBJECT INDEX

(England and Wales unless otherwise indicated)

Accountants
DoT inspectors' allegations 87

Accounts
accounting and disclosure 19–25
accounting practice 216–217
challenge through personal and derivative actions 261–263
merger accounting 76–77

Associated Communications Corporation
take-over 106–108

Auditor
offence to cut when disqualified 78
open-ended liability 26–27,174–175

Australia
computer crime 83–84
criticism of brokers' practice 281–282
dealing in securities 43
manipulative practices in securities markets 90–91
money-raising schemes 280–281
National Companies and Securities Commission 232–233
Sydney Futures Exchange 217–218
take-over code 282–283
transfer and registration 42–43

Austria
limited liability companies 91

Banking
contracts of guarantee 175–176
Mareva injunction 225–227

Barbados
corporate profits 233
quasi partnerships 136

Business
names 211–212

Canada
company charges 43–44
insider dealing 283–285
new legislation for foreign banks 92
Royal Trustco affair 233–235

Capital Transfer Tax
business property relief 41

Caribbean
harmonization of company law 44–46

China
company tax law for foreign business 92–93

Commodities
risks to investors 263

Common Law
development of 30–31

Companies Act 1948
repeal of s210 77

Companies Act 1980
amendments 215–216
minority protection 3–11
operation of s75 77

Companies Act 1981
accounting and disclosure 19–25
sections in force 48
share capital provisions 66–75

Companies Acts
consolidation 33, 216
reactions to consolidation proposals 122–123

Company
common law principles in Scotland 30–31
Department of Trade investigations 264–267
distribution of pre-acquisition profits 28–30
Fifth Directive 109–115
fraudulent trading 212–213
freezeout transactions 160–168
inspections and investigations 115–120
names 156–160, 210
personal liability of officers 156–160
pre-incorporation contract 28
relevance of *ultra vires* doctrine 123–125
restoration to register 32–33
subscribers to memorandum of association 99–106
vicarious liability 179

Company Law
reform of 264–267

Computers
offences 83–84

Contract
pre-incorporation 28

Corporation Tax
Green Paper 133–135

Derivative Action
by minority shareholder 31–32, 77–78

Director
decision-making over plea in criminal charge 268
disqualification of 213, 220–221, 263–264
non-executive, skill expected of 267–268

Eire
charges over book debts 136–137

Employee
consultation of 78–80
financial participation 51–57
participation 240, 250–257, 288
rights on take-over 147–156

Employment Bill 1982
central features 182–184

European Economic Community
abuse of dominant position 269–270
company structure and administration 109–115
co-operation grouping 179–182
harmonization of prospectuses 126–128
informing and consulting employees 78–80
mergers 270–273
privilege of 'in-house' lawyers 222–224

Export Guarantees
actions for economic loss 34

Financial Analysts Federation 12

France
commercial fraud 195–200

Germany
employee participation 250–257

Gilts
settlement of Stock Exchange transactions 277–278

Government Documents
court's power to order production of 269

Holland
new securities market launched 137–138
works councils 138–139

Hong Kong
appointment of Securities Commissioner 139–140
banks' liability on forged cheques 235–236
insider dealing 139
self regulation 188
unfair prejudice in company 46

Incorporation
Gower proposals 58–66
status of subscribers on 99–106

Indonesia
counter-purchase policy 93

Insolvency
fraudulent preferences 129
receiver's duty to third parties 80–81
reform of legislation 192
time allowed for registering charges 184
voluntary liquidations 214–215

Intellectual Property
account of profits 225
Anton Piller orders 35, 129–131
Law Commission on breach of confidence 81-82
protection of performers 273–274

International Business
injunction for breach of contract 184–185

International Maritime Bureau
attempt to curb effectiveness of 135

Investment Analysts
professional conduct 11–19

Investors
protection of 37–39, 95–96, 144, 227–229

Israel
reform of *ultra vires* doctrine 236–237

Italy
company financial statements 189
investment role of banks 285

Japan
corporation tax 93–95

Jersey
use of intangible assets 189

Kenya
floating charges 189–190

Kuwait
illicit securities market 285

Lien
efficacy of 219–220

Liquidation, *see* **Insolvency**

London Gold Futures Market
opening 121–122

Macan
local business and investment 286

Mareva Injunction 35–36, 225–227

Merger
accounting 76–77
conforming to Third Directive 270–273

Minority Protection
Companies Act s75 3–11

Morocco
code favouring foreign investors 286

Nationality
children of British businessmen 36–37

Negligence
auditors' 26–27

New Zealand
company action against receiver and debentureholder 46–47
payment of sum secured on demand 140–141
priority of liquidation expenses 141

Partnership
payment of profits to outgoing member 221–222

Philippines
investor confidence 286

Privatization
problems of 229–231

Privilege
legal 219, 222–224
public interest 218–219

Professional Conduct
investment analysts 11–19

Profits
pre-acquisition, distribution of 28–30

Records
home taping 82–83

Registrar of Companies
functions 214

Scotland
common law principles 30–31
corporate insolvency reform 237–239

Securities, *see* **Shares**

Shares
disclosure of interests in 168–173
DoT investigations 84–86
draft directive on unlisted securities 126–128
equity settlement 275–276
insider dealing 133, 142–143, 185–186
licensed securities dealers 276–277
marketing of 243–250
new issue, treatment of shareholders 176–177
Norton Warburg 131–132
registration of holdings and class rights 212
regulation of substantial acquisitions 200–209
restrictions on right to transfer 126
share capital provisions 66–75
share incentive schemes 257–261

Society of Investment Analysts 12–13, 17

South Africa
computers and copyright 190–191
take-overs 191
theft of shares 47

Spain
enforcement of loan agreement 141

Stock Exchange
appointment of inspector 40–41
investigations by 86–87
rule book 240
self regulation 186–187

Switzerland
disclosure of banking information to USA 287–288
insider dealing 142

Take-over
amendment of regulations 227
Associated Communications Corporation 106–108, 132
changes in Code 144
safeguard of employee rights 147–156

Tax Avoidance
Ramsay principle 87–88

Taxation
value of consideration in money's worth 231

Tin
evasion of commodity agreements 176
market manipulation 27–28

Trade Mark
use of place name 131

Trust
constructive 177–179
device, use by insolvent companies 88–90
remuneration of trustees 278–280

USA
Chicago and New York futures markets 143
disclosure of banking information 287–288
inside trading criminal liability 239–240
Swiss bank accused of insider dealing 142–143

Unlisted Securities Market
assessment 39–40

CASE DIGEST

(United Kingdom unless otherwise indicated)

A & BC Chewing Gum Ltd, Re [1975] 1 WLR 579 41
A & M Records Inc v Audio Magnetic Ltd [1979] FSR 1 83
A J Bekhor & Co v Bilton [1981] 2 All ER 565 35–36
Air Canada & Others v British Airport Authorities & Another (*Financial Times Commercial Law Report*, 12 May 1982) 218
Air Canada & Others v Secretary of State for Trade & Another [1983] 2 WLR 494 269
Albert Phillips v Manufacturers' Securities Ltd (1917) 116 LT 290 5
Alfred Crompton Amusement Machines Ltd v Commissioners of Customs & Excise (No 2) [1972] 2 All ER 353 223
Allen v Gold Reefs of West Africa [1900] 1 Ch 656 4, 6, 7, 32, 163
Amalgamated Investments & Property Co Ltd v Texas Commerce International Bank Ltd [1982] 1 Lloyd's Rep 27 175
Angel Bell, The [1980] 1 All ER 480 225
Anns v Merton Borough Council [1977] 2 All ER 492 174
Apollinaris' Application [1907] 2 Ch 178 131
Argy v Lapid [1977] 1 WLR 444 34
Armour Hick Northern Ltd v Armour Trust Ltd [1980] 3 All ER 833 69
Ashpurton Estates Ltd, Re [1983] Ch 110 184
Association of Patternmakers & Allied Craftsmen v Kirvin [1978] IRLR 318 150
Atkin & Co v Wardle (1889) 5 TLR 734 156, 158, 160
AG v Jonathan Cape [1976] QB 752 82
AG of New Zealand v Ortiz [1982] 2 WLR 10 146

B Johnson & Co (Builders) Ltd, Re [1955] Ch 634 80
BSC v Granada TV [1980] 3 WLR 774 82
Banerjee v City & East London Area Health Authority [1979] IRLR 147 153
Bankers' Book Evidence Act 1879, Re, R v Bono (1913) 29 TLR 635 117
Banque de l'Indochine et de Suez v Euroseas Group Finance Co Ltd [1981] 3 All ER 198 156
Barclays Bank Ltd v Quistclose Investments Ltd [1968] 3 All ER 651 88
Barclays Bank Ltd v Thienel (1978) 122 SJ 472 80
Barclays Bank Trust Co Ltd v Bluff [1982] 2 WLR 198 221
Baytrust Ltd v IRC, Re [1971] 1 WLR 1333 106
Belmont Finance Corp v Williams Furniture Ltd (No 1) [1979] 1 All ER 118 179
Belmont Finance Corp v Williams Furniture Ltd (No 2) [1980] 1 All ER 393 69
Black v Smallwood (1965) 117 CLR 51 28, 31
Bollinger v Costa Brava Wine Co [1960] Ch 262 131
Bradford Banking Co Ltd v Briggs, Son & Co (1886) 12 App Cas 29 220
Braham v Beachim (1878) 7 ChD 848 131
Brikom Investments v Carr [1979] 2 All ER 753 159
British Airways Board v Parish [1979] 2 Lloyd's Rep 361 156, 159
British & American Tobacco Trustee Corp v Couper [1894] AC 399 167
British Syphon Co v Homewood [1956] 1 WLR 1190 191
Brown v British Abrasive Wheel Co Ltd [1919] 1 Ch 290 10, 163, 164
Brown v National Westminster Bank Ltd [1964] 2 Rep 187 235
Budgett v BSC Ltd (unreported) 270
Bugle Press, Re [1961] Ch 270 165, 166, 167, 168
Burdett v Standard Exploration Co (1899) 16 TLB 112 220
Burma Oil Co Ltd v Bank of England [1979] 3 WLR 722 218, 219
Burton v British Railways Board [1982] IRLR 116 148
Bushell v Faith [1970] AC 1099 41
Buttes Gas Oil Co v Hammer & Occidental Petroleum Co [1981] QB 223 218

CBS Records Inc v Ames [1981] 2 All ER 812 82–83
Cairns v MacDiarmid (*The Times*, 16 December 1981) 88
Candler v Crane, Christmas & Co [1951] 2 KB 164 26
Cane v Jones [1980] 1 WLR 1451 41
Castanho v Brown & Root (UK) Ltd [1981] AC 557 185
Castiglione's Will Trusts, Re [1958] Ch 549 42
Centrebind Ltd, Re [1966] 3 All ER 889 214
Champagne Perrier–Jouet SA v HH Finch Ltd [1982] 1 WLR 1359 219–220
Chapman v Honig [1963] 2 QB 502 274
Charterbridge Corp v Lloyd's Bank Ltd [1970] Ch 62 124
Chelsea Cloisters Ltd, Re (1981) 41 P & CR 98 89, 90
Chief Constable of Kent v V [1982] 3 WLR 462 146, 274
City Equitable Fire Ins, Re [1925] Ch 407 50
Civica Investments Ltd, Re (*The Times*, 9 June 1982) 220–221, 264
Civil Service Co-operative Society v Chapman [1914] WN 369 156
Clarks of Hove Ltd v Bakers' Union [1978] ICR 1076 150
Clemens v Clemens Bros Ltd [1976] 2 All ER 268 8, 32, 41
Coco v Clark [1969] RPC 41 81
Company, Re a, FFI (UK Finance) Ltd v Lady Kagan (unreported, 29 October 1980) 268
Cook v Deeks [1916] 1 AC 554 JC 9
Cranleigh Precision Engineering v Bryant [1964] 3 All ER 289 82
Cretan Harmony, The [1978] 1 WLR 966 225
Cuckmere Brick Co Ltd v Mutual Finance Co Ltd [1971] Ch 949 80
Culford Metal Industries Ltd v Export Credit Guarantees Department (1981) Com LR 127 34
Cumming v Quartzag Ltd 1981 SLT 205 30, 31
Customs & Excise Commissioners v Hedon Alpha Ltd [1981] 2 All ER 697 160

DHN Food Distributors Ltd v Tower Hamlets London Borough Council [1976] 1 WLR 852 30
DPP v Schildkamp [1971] AC 1 212
Dafen Tin Plate Co v Llanelly Steel Co [1920] 2 Ch 124 10, 163, 164
Daniels v Daniels [1978] Ch 406 11, 77
David Payne & Co Ltd, Re [1904] 2 Ch 608 125
Dean v John Menzies (Holdings) Ltd 1981 SLT 50 30
Dermantine Co (Ltd), The v Ashworth (1905) 21 TLR 510 159
Devlin v Slough Estates Ltd & Others (*The Times*, 16 June 1982) 261–263
Diane (Stockport) Ltd, Re (unreported, Ch D, 14 July 1982) 264
Dimbula Valley Tea Co Ltd v Laurie [1961] Ch 353 29
Dorchester Finance Ltd v Stebbing (1980) 1 Co Law 38 50
Dorman Long & Co, Re [1934] Ch 635 166, 262
Du Cros' TM [1913] AC 624 131
Duke of Norfolk's Settlement Trusts, Re [1981] 3 WLR 455 278–280
Durham Fancy Goods v Michael Jackson (Fancy Goods) Ltd [1968] 2 QB 839 157, 158, 159, 160

East Midlands Electricity Board v Grantham [1980] CLY 271 158
Ebrahimi v Westbourne Galleries [1973] AC 360 3, 136
Edelsten v Edelsten (1863) 1 De G, J & S 185 225
Eilbeck v Rawling [1980] 2 All ER 12; [1981] STC 174 87, 88
Emmadart Ltd, Re [1979] Ch 540 32
Emperor of Austria v Day (1861) 3 De G, F & J 217 274
Esparto Trading Co, Re [1879] 12 Ch D 191 102
Estmanco (Kilner House) Ltd v Greater London Council [1982] 1 WLR 2; [1982] 1 All ER 437 4, 8, 31–32, 77, 163, 262
Evans' Case [1867] 2 Ch App 427 101, 103, 104
Evenden v Guildford FC [1975] 3 All ER 269 159

F Goldsmith (Sicklesmere) Ltd v Baxter [1970] Ch 85 157
FLE Holdings Ltd, Re [1967] 3 All ER 553 90, 129
F P & C H Matthews Ltd [1982] 1 All ER 338 129
Floor v Davis [1978] Ch 295 88
Foss v Harbottle (1843) 2 Hare 461 3, 6, 32, 77, 107, 108, 163
Furniss v Dawson (*The Times*, 24 December 1981) 87, 88

GAS v TGWU [1974] ICR 35 184
Gaiman v National Association of Mental Health [1971] Ch 317 177
Garden City, The [1982] 2 Lloyd's Rep 382 179
Garland v British Rail (Engineering) Ltd [1982] IRLR 111; (*The Times*, 26 April 1982) 148
General Billposting Co Ltd v Atkinson [1909] AC 118 153
General Exchange Bank, Re (1871) LR 6 Ch App 818 220
Gordon v Dickson, McFarlane & Robinson (unreported, 5 March 1982) 174
Gouriet v UPOW [1977] 3 All ER 70 273
Government Stock v Christopher [1956] 1 WLR 237 246
Greenhalgh v Arderne Cinemas [1951] 2 All ER 1120; [1951] Ch 286 7, 10
Greenwell v Porter [1902] 1 Ch 530 6
Griffith v Paget (No 1) [1877] 5 Ch D 894 165
Grosvenor Garage (Poynton) & Others, Re (unreported, Ch D, 14 July 1982) 264

Halt Garage (1964) Ltd, Re [1982] 3 All ER 1016 50, 124, 125
Harakas v Baltic Mercantile & Shipping Exchange Ltd [1982] 1 WLR 958 135
Heatons v TGWU [1974] ICR 35 184
Hedley Byrne & Co Ltd v Heller & Partners Ltd [1964] AC 465 26, 34, 174, 272
Hellenic & General Trust, Re [1976] 1 WLR 123 164, 166, 167, 168
Hendon v Adelman (1973) 117 SJ 631 157, 159
Henry Head & Co Ltd v Ropner Holdings Ltd [1952] Ch 124 29, 30
Herbert Morris v Saxelby [1916] 1 AC 688 191
Hivac v Park Royal Scientific Instruments [1946] Ch 169 81
Holders Investment Trust Ltd, Re [1971] 1 WLR 583 5
Hollister v National Farmers Union [1979] ICR 542 153
Home Office v Harman [1981] 2 WLR 310 82
Horsley & Weight Ltd, Re [1982] Ch 442; [1982] 3 WLR 431 50, 124
Howard Smith Ltd v Ampol Ltd [1974] AC 821 PC 9
Hudson v Bishop Cavanagh (Commodities) Ltd (unreported, QBD, 15 October 1981) 244, 245
Hugh Jones v St John's College, Cambridge [1979] ILR 848 148
Hughes v Metropolitan Railway Company [1877] 2 App Cas 439 159
Hunter v Hunter [1936] AC 222 220

Imperial Mercantile Credit Association v Coleman [1873] 6 App Cas 189 124
IRC v Burmah Oil Company Ltd (*The Times*, 9 December 1981) 87, 88
IRC v Duke of Westminster [1936] AC 1 87, 88
Introductions Ltd, Re [1970] Ch 199; [1968] 1 All ER 1221 124, 125
Island Records, Ex parte [1978] 3 All ER 824 273, 274

James Crosfield & Sons, Re [1910] 1 Ch 130 131
Jeb Fasteners Ltd v Marks, Bloom & Co [1981] 3 All ER 389 26, 174
Jenkins v Kingsgate (Clothing Productions) Ltd [1981] IRLR 228 148
Jermyn Street Turkish Baths, Re [1971] 1 WLR 1042 164
John Deere Plow Company Ltd v Wharton [1915] AC 330 284
Johnson v Lyttle's Iron Agency [1877] 5 Ch D 687 220
Jones v HF Ahmanson & Co (1969) 460 P 2d 464 5

Kapitagalla Rubber Estates Ltd v National Bank of India Ltd [1909] 2 KB 1010 235
Kayford Ltd, Re [1975] 1 All ER 604 88, 89
Kelner v Baxter (1866) LR 2 CP 174 28, 31, 157
Kennedy Contractors v Connell 1977 SLT (Sh Ct) 32 212
Kipling v Todd (1878) 3 CPD 350 99, 103

Lambert v Lewis [1981] 1 All ER 1185 160
Latchford v Beirne [1981] 3 All ER 705 80
Leadbitter v Farrow (1816) 5 M & S 345 157
Lennard's Carrying Co [1915] AC 705 179
Levick's Case [1870] 40 LJ Ch 180 102
Levy v Abercorris Slate [1888] 37 Ch D 260 247
Libertas–Kommertz GmbH 1978 SLT 222 137, 220
Liverpool Electric Cable Co's Application [1928] 46 RPC 99 131
London, Hamburg & Continental Exchange Bank, Re [1867] 2 Ch App 431 73
London & Provincial Consolidated Coal Company, Re [1877] 5 Ch D 531 102, 105
London Wine Shippers Ltd, Re (1976) 126 NLJ 977 89
Lonrho v Shell [1981] 2 All ER 456 274
Lyle & Scott Ltd v Scott's Trustees [1959] AC 763 42

M Kushler, Ltd, Re [1943] Ch 248 129
McMeekin v Easton 16 R 363 31
MacShannon v Rockware Glass [1978] AC 795 185
Macarthy's Ltd v Smith [1980] ICR 672 148
Mackley's Case [1875] 1 Ch D 247 99, 103
Malone v Commissioner of Metropolitan Police [1979] 1 All ER 256 146
Malone v Metropolitan Police Commissioner (No 2) [1979] Ch 344 81
Maxform SpA v Mariani & Goodville Ltd [1979] 2 Lloyd's Rep 385 157, 158, 159
Maxwell v Department of Trade & Industry [1974] QB 52 84, 85
Melon v Hector Powe Ltd [1981] ICR 43 149
Menier v Hooper's Telegraph Works (1874) LR 9 Ch App 350 9
Migottis's Case (1867) LR 4 Eq 238 101, 104, 105
Miles v Clarke [1953] 1 WLR 537 233
Mills v Mills (1938) 60 CLR 150 177
Mustad v Dosen [1963] 3 All ER 416 82
Mutual Life Ins Co of New York v Rank Organisation Ltd (*Financial Times Commercial Law Reports*, judgment 21 December 1982) 176–177
My Kinda Town Ltd v Soll [1982] FSR 147 225

Nanwa Gold Mines, Re [1955] 3 All ER 219 88
Nassan Steam Press v Tyler [1894] 70 LT 376 158, 159
National Bank, Re [1966] 1 All ER 1006 166
National Phonograph v Edison-Bell [1908] 1 Ch 335 274
National Provincial & Union Bank of England v Charnley [1924] 1 KB 431 190
Newborne v Sensolid (Great Britain) Ltd [1954] 1 QB 45 28, 31, 157
Newhart Developments Ltd v Co-operative Commercial Bank Ltd [1978] 2 All ER 896 47
Nicol's Case [1885] 24 Ch D 421 99, 105
Nokes v Doncaster Amalgamated Collieries Ltd [1940] AC 1014 151
North-West Transportation Co v Beatty [1887] 12 App Cas 589 4, 6, 163
Northern County Securities Ltd v Jackson & Steeple [1974] 1 WLR 1133 4, 5
Norwest Holst v Department of Trade & Industry [1978] Ch 201; [1978] 3 All ER 280 85, 264

Oakbank Oil Co v Crum [1888] 8 App Cas 65 220

Pambakian v Brentford Nylons Ltd [1978] ICR 655 150, 155
Parke v Daily News Ltd [1962] Ch 927 45
Peacock v Peacock 16 Ves 51, 52 6

Peat v Gresham Trust [1934] AC 252 90
Pender v Lushington [1877] 6 Ch D 70 6
Penrose v Martyr (1858) El Bl & Bl 499 157
Perlman v Feldman (1955) 219 F 2d 173 5
Pertamina [1978] QB 644 225
Peter Pan Mfg Co v Corsets Silhouette [1963] 3 All ER 402 225
Peters' American Delicacy Co Ltd v Heath (1939) 61 CLR 457 5, 7
Phonogram Ltd v Lane [1981] 3 All ER 182 28, 30–31, 157
Pilkington Bros Ltd v IRC [1982] 1 WLR 136 88
Pott's Executors v IRC [1951] AC 443 220
Prudential Assurance Co Ltd v Newman Industries Ltd [1980] 2 All ER 84 6, 8, 31, 32, 77, 163, 165, 263
Puddephatt v Leith [1916] 1 Ch 200 6

R v Cuthbertson [1980] 2 All ER 40 146
R v IRC, Ex parte National Federation of the Self-Employed [1981] 2 All ER 93 263
R v IRC, Ex parte Rossminster [1980] 3 WLR 1 116
R v Norfolk County Court 60 LJ QB 380 100
R v Ribeyre (unreported, CA, 30 April 1982) 146
R v Scott [1974] 3 All ER 1032 35
RCA Corp v Pollard [1982] 2 All ER 468 273, 274
Rank Films Ltd v Video Information Centre [1981] 2 All ER 76 35, 36, 82, 129, 130
Rank Radio & TV Ltd, Re (*The Times*, 19 November 1963) 167
Regal (Hastings) Ltd v Gulliver [1942] 1 All ER 378 9
Regent Insulation Co Ltd, Re (*The Times*, 4 November 1981) 32
Rena K, The [1979] QB 377 227
Richmond's Case (1858) 4 K & J 305 102
Rights & Issues Investment Trust Ltd v Stylo Shoes Ltd [1964] 3 All ER 628 8
Rolfe Lubell & Co v Keith & Greenwood [1979] 2 Lloyd's Rep 75 157
Rolled Steel Products (Holdings) Ltd v British Steel Corp [1982] Ch 478; [1982] 3 WLR 715 123–125
Royal British Bank v Turquand (1856) 6 E & B 327 124

Safeguard Industrial Investments Ltd v National Westminster Bank Ltd [1982] 1 All ER 449; (1981) 2 Co Law 69 126
St Aubyn (LM) v AG [1951] 2 All ER 498 99
Salomon v Salomon & Co [1897] AC 22 103, 233
Schering Chemicals v Falkman [1981] 2 WLR 848 82
Scottish & Newcastle Breweries Ltd v Blair 1967 SLT 72 157
Scottish CWS v Meyer [1959] AC 324 77
Seager v Copydex (No 2) [1969] 2 All ER 718 225
Secretary of State for Trade and Industry v Hart [1982] 1 WLR 481 78
Secretary of State for Education and Science v Tameside Council [1977] AC 1012 283
Shaw & Sons Ltd v Shaw [1935] 2 KB 113 32
Shearer (Inspector of Taxes) v Bercain Ltd [1980] 3 All ER 295; 1980 STC 359 28, 29, 30, 66–69, 76, 273
Shell International Petroleum Co Ltd v Gibbs [1982] QB 946; [1982] 2 WLR 745 135
Shuttleworth v Cox Bros & Co [1927] 2 KB 9 5, 164
Sidebottom v Kershaw, Leese & Co Ltd [1920] 1 Ch 154 7, 10, 11, 163, 164
Siebe Gorman & Co Ltd v Barclays Bank Ltd [1979] 2 Lloyds Rep 142 137
Smart, In re bonis [1902] P 238 279
Smith v Fieldhouse [1961] RPC 110 131
Smith & Fawcett Ltd, Re [1942] Ch 304 5, 11, 177
Smith Kline & French Laboratories Ltd v Bloch [1983] 1 WLR 730 184
Snell's Case [1869] 5 Ch App 22 102
Stacey v Wallis (1912) 106 LT 544 158
Stanton v Drayton Commercial Investment Co Ltd [1982] STC 585 231
Steen v Law [1964] AC 287; [1963] 3 All ER 770 70
Stenhouse London Ltd v Allwright (1972) SC LT 87 42
Stewarts (Brixton) Ltd, Re (*Financial Times*, 11 December 1981) 77

Taff Vale Railway Case [1901] AC 426 184
Teeside Times Ltd v Drury [1980] ICR 338 152
Thomas Montgomery & Sons v W B Anderson Ltd, 1979 SLT 101 212
Tinnevelly Sugar Refining Co v Mirrlees Watson 1894 31 ScLR 823 31
Twomax Ltd & Goode v Dickson, McFarlane & Robinson (unreported, 5 March 1982) 174
Tydden Sheffrey Slate Quarries' Case (1869) 20 LT 105 101

Van Duyn v The Home Office [1974] ELR 1337 148
Verner v The General & Commercial Investment Trust [1894] 2 Ch 239 29

W T Ramsay Ltd v IRC [1981] STC 174 87, 88
Warner Bros Records Inc v Parr [1982] 2 All ER 455 273, 274
Waterhouse v Wilson Barker [1924] 2 KB 759 117
Waugh v British Railways Board [1979] 2 All ER 1169 223
West Mercia Constabulary v Wagener [1982] 1 WLR 127 146
Western Excavating (ECC) Ltd v Sharp [1978] QB 761 153
William Hall (Contractors) Ltd, Re [1967] 2 All ER 1150 129
Wood v Odessa Waterworks Co [1889] 42 Ch D 635 220
Woodhouse v Peter Brotherhood Ltd [1972] ICR 186 149
Woolfson v Strathclyde Regional Council 1978 SLT 159 30

Yeovil Glove Co Ltd, Re [1965] Ch 148 238
York Trailer Co v Registrar of Trade Marks [1982] 1 All ER 257 131
Yorkshire Copper Works v Registrar [1954] 1 WLR 552 131
Yorkshire Woolcombers Association Ltd, Re [1903] 2 Ch 284 137

Z Ltd v A [1982] 1 All ER 556 225–227

Australia
A Home Away Pty Ltd v CCA [1980] CLC 280
AG for New South Wales v Australian Fixed Trusts Ltd [1974] 1 NSWLR 110 281
Bond Corp v White Industries [1980] 2 NSWLR 351 42
CAC v Australian Softwood Forests Pty Ltd [1978] 1 NSWLR 150 280
CAL v MG Securities (Australasia) Ltd [1974] CLC 281
Commissioner for Corporate Affairs v Casnot Pty Ltd & Others [1981] CLC 43
Duffy v Super Centre Development Corp Ltd [1967] 1 NSWR 382 80
Expo International Pty Ltd v Chant [1979] 2 NSWLR 820; [1980] ACLC 34, 043 80, 137
Federal Commissioner of Taxation v Patcorp Investments Ltd [1976] 140 CLR 247 43
Moorhouse v University of NSW [1976] RPC 151 83
NCSC v Industrial Equity Ltd [1982] Australian Co Law cases 232–233
Neon Signs (Australia) Ltd, Re [1965] VR 125 80
North & Others v Marra Development Ltd [1981] 37 ALR 341 281–282
Peruss Pty Ltd, Re [1980] 2 NSWLR 443 137
R v Wright [1980] VR 583 90–91
Warren v Nut Farms of Australia Pty Ltd, Australian Securities Law Reps 76–002, 8 43

Barbados
Halcyon Heights Estates Ltd, In the Matter of (unreported, High Court of Barbados, 6 February 1981) 136

Canada
Arrow Transfer Co Ltd v Royal Bank of Canada [1971] 27 DLR (3d) 81 235–236
Band G Construction Ltd v Bank of Montreal [1954] 2 DLR 753 236
Bank of Nova Scotia v Mustang Machinery Ltd [1981] 114 DLR 3d 527 44
Glendale Atlantic Ltd v Gentleman [1977] 76 DLR 3d 303 44
Harvey Dodds Ltd v Royal Bank of Canada [1980] 105 DLR 3d 650 44
Multiple Access Ltd v McCutcheon (unreported, Supreme Court, 9 August 1982) 283
Queen v Manik & Sons Contractors Ltd [1981] 117 DLR 3d 455 44
Royal Bank of Canada v Madill [1981] 120 DLR 3d 17 43, 137
Saskatoon Credit Union v Parkland Investments Ltd [1981] 112 DLR 3d 496 44
Smith v The Queen [1960] SCR 776 284
Syndicat des Comionneurs Artians due Quebec Metropolitain J Banque Provincale due Canada [1969] 11 DLR (3d) 610 236
Tailby v Official Receiver [1888] 13 App Cas 523 44
Toronto Dominion Bank v Fortin [1978] 85 DLR (3d) 111 47

Eire
Kelly v McMahon Ltd [1980] IR 347 136–137
Meagher v Meagher [1961] IR 96 221
Welch v Bowmaker (Ireland) Ltd [1980] IR 251 137

European Court of Justice
A M & S Europe Ltd v The Commission (*The Times*, 20 May 1982) 218, 219, 222, 223
Application des Gaz v Falks Veritas Ltd [1974] 2 CMLR 269
Bulloch v Distillers [1978] 1 CMLR 400 224
Camera Care Ltd v EC Commission [1980] 1 CMLR 334 270
Chelmkarm Motors Ltd v Esso [1979] 1 CMLR 73 270
Community v Fabbrica Pisani [1980] 2 CMLR 354 222
Distillers v Commission [1980] ECR 2229 224
Garden Cottage Foods Ltd v The Milk Marketing Board [1982] 2 CMLR 542 269–270
International Sales & Agencies Ltd v Marcus [1982] 2 CMLR 46 177–179
National Panasonic (UK) Ltd v Commission [1980] ECR 2033 222
Putz v Kawasaki [1979] 1 CMLR 448 224
Quinine Cartel [1969] CMLR D41 224

Hong Kong
Lam Yin Fei (trading as Wah Shing Garment Manufacturing Co) & Lam Yin Fei v Hand Lung Bank Ltd (Supreme Court of Hong Kong, 1982) 235
Leung Lai Yuen v Taiwa Land Investment Co Ltd (High Court of Hong Kong [1980] No 961, judgment, 10 April 1981) 46

Kenya
Mackenzie (Kenya) Ltd v Pharmico Ltd [1976] Kenya LR 270 189

New Zealand
ANZ Banking Group (New Zealand) Ltd v Gibson (unreported, High Court, Auckland, 11 May 1981) 140
Beni-Felkai Mining Co Ltd, In re [1934] Ch 406 141
Circuit Developments Ltd, Re (unreported, High Court, Auckland, 25 May 1981) 141
Paramount Acceptance Co Ltd (In Receivership) v Souster & The National Bank of New Zealand Ltd (unreported, CA, 18 August 1981) 46
Port Supermarket Ltd, Re [1978] 1 NZLR 330 137
R Jaffe Ltd (In Liquidation) v Jaffe (No 2) [1932] NZLR 195 140
Scott Group Ltd v McFarlane [1978] 1 NZLR 553 174
Spedding, Re [1966] NZLR 447 280
Tudor Heights Ltd v United Dominions Corp Finance Ltd [1977] 1 NZLR 532 137

South Africa
Donaldson Investments v Anglo-ransvaal Colleries [1973(3)] SA 713 46
Inland Property Development Corp Ltd v Cilliers [1973(3)] SA 245 42
Northern Micro Computers (Pty) Ltd v Rosenstein [1981] 4 SA 123; [1982] FSR 124 190–191
S v Harper & Another [1981(2)] SA 638 (D) 47
S v Kotze [1965(1)] SA 118 47
Spinnaker Investments (Pty) Ltd v Tongaat Group Ltd [1982(1)] SA 65 (A) 191

USA
Blue Chip Stamps v Manor Drug Stores 421 US 723 (1975) 240
Chiarella v US 445 US 222 (1980) 239
Roland International Corp v Najjar 407 A 2d 1032 (Del 1979) 161
SEC v Banca della Svizzera Italiana CCH 98, 346 DCNY, 16 November 1981 142–143
Singer v Magnavox 380 A 2d 969 (Del 1977) 161, 162, 164
Superintendent of Ins v Bunkers Life & Casualty Co 404 US 6 (1971) 240
Tanzer v International General Industries 379 A 2d 1121 (Del 1977) 161, 164
Ultramares Corp v Touche [1931] 174 NE 441, 444 26
US v Newman 664 F 2d 12 (2d Cir 1981) 239, 240
William B Weinberger v UOP Inc 409 A 2d 1262, 1268 (Del Ch 1979) 162, 165, 167, 168

ANALYSIS ARTICLES

Companies Act 1981, The (1)	19
(2)	66
(3)	115
(4)	168
(5)	209
Employee Participation – What Future for the German Model?	250
Marketing of Corporate Securities, The – a Practitioner's View	243
Minority Protection and Section 75	3
New Form of Incorporation, A – Responding to the Gower Proposals	58
Own as You Earn: a Counter-Revolution	257
Own as You Earn: an Unseen Revolution	51
Potential for Corporate 'Freezeouts' under English Law, The	160
Problems of Regulating Substantial Acquisitions of Shares, The	200
Professional Conduct for Investment Analysts	11
Prosecution of Commercial Fraud in France, The	195
Refloating the Titanic: the Battle for ACC	106
Subscribers: Their Status on Incorporation	99
Transfer of Undertakings, The: a Reluctantly Acquired Right	147
Trying to Make the Fifth Directive Palatable	109
What's in a Company Name	156

Printed in Great Britain by Dotesios (Printers) Limited Bradford-on-Avon, Wiltshire.